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OF COUNSEL  
URBAN A. LESTER

September 11, 2002

RECORDATION NO. 21120-C FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

SEP 11 '02 3-07 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement (Equipment Schedule 04), dated as of September 2, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Lease Agreement which was previously filed with the Board under Recordation Number 21120.

The names and addresses of the parties to the enclosed document are:

Lessor:	Key Equipment Finance 66 South Pearl Street Albany, NY 12203
Lessee:	Northwest Container Services, Inc. 11920 N. Burgard Road Portland, OR 97203

A description of the railroad equipment covered by the enclosed document is:

Six (6) 5-unit Maxi Stack I Articulated Container railcars NWCX 1025 – NWCX 1030

Mr. Vernon A. Williams  
September 11, 2002  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement (Equipment Schedule 04)

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.


Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anr  
Enclosures

RECORDATION NO.

21120- FILED

SEP 11 '02

3-07 PM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF LEASE AGREEMENT

EQUIPMENT SCHEDULE 04

Dated as of September 5, 2002

between

KEY EQUIPMENT FINANCE,  
A Division of Key Corporate Capital Inc.  
Lessor

and

NORTHWEST CONTAINER SERVICES, INC  
Lessee

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_:\_\_\_\_\_.M  
Recordation Number \_\_\_\_\_

**MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT dated as of September 5, 2002 is made by and between NORTHWEST CONTAINER SERVICES, INC., an Oregon corporation ("Lessee"), and KEY EQUIPMENT FINANCE, a Division of Key Corporate Capital Inc., a Michigan corporation ("Lessor").

WITNESSETH


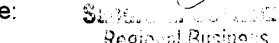
1. Pursuant to a Master Equipment Lease Agreement, together with Schedule 04 of even date (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor Six (6) 5-Unit Maxi-Stack I Articulated Container Cars bearing the railroad reporting markings set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth herein above and shall be subject to the Initial Term and any Renewal Terms as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

**Lessor:**

KEY EQUIPMENT FINANCE,  
a Division of Key Corporate Capital Inc.

By:   
Name: \_\_\_\_\_  
Title:   
Regional Business  
Unit Manager

**Lessee:**

NORTHWEST CONTAINER SERVICES, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**MEMORANDUM OF LEASE AGREEMENT**

**THIS MEMORANDUM OF LEASE AGREEMENT** dated as of September 5, 2002 is made by and between NORTHWEST CONTAINER SERVICES, INC., an Oregon corporation ("Lessee"), and KEY EQUIPMENT FINANCE, a Division of Key Corporate Capital Inc., a Michigan corporation ("Lessor").

W I T N E S S E T H

1. Pursuant to a Master Equipment Lease Agreement, together with Schedule 04 of even date (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor Six (6) 5-Unit Maxi-Stack 1 Articulated Container Cars bearing the railroad reporting markings set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth herein above and shall be subject to the Initial Term and any Renewal Terms as defined in the Lease Agreement.

**IN WITNESS WHEREOF**, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

**Lessor:**

KEY EQUIPMENT FINANCE,  
a Division of Key Corporate Capital Inc.

By: \_\_\_\_\_  
Name:  
Title:

**Lessee:**

NORTHWEST CONTAINER SERVICES, INC.

By: Jason J. Bjornholt  
Name: JASON J. BJORNHOLT  
Title: CHIEF FINANCIAL OFFICER

STATE OF NEW YORK     )  
  ) ss.:  
COUNTY OF ALBANY     )

On this 10<sup>th</sup> day of September, 2002, before me the subscriber personally appeared Sandra L. Costanzo, who being by me duly sworn, did depose and say: that (s)he resides at Albany, New York; that (s)he is a Vice President of Key Equipment Finance, a Division of Key Corporate Capital, Inc., the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Elizabeth A. Murphy  
NOTARY PUBLIC

ELIZABETH A. MURPHY  
Notary Public, State of New York  
Qualified in ~~Saratoga~~ Albany County  
Reg. No. 5008642  
Commission Expires February 22, 2003

My Commission Expires: 2/22/2003.

STATE OF OREGON     )  
  ) ss.:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of Spetember, 2002, before me the subscriber personally appeared \_\_\_\_\_, who being by me duly sworn, did depose and say; that (s)he resides at \_\_\_\_\_, OR; that (s)he is a \_\_\_\_\_ of Northwest Container Services, Inc. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

STATE OF NEW YORK     )  
                                      ) ss.:  
COUNTY OF ALBANY     )

On this 10 day of September, 2002, before me the subscriber personally appeared \_\_\_\_\_, who being by me duly sworn, did depose and say: that (s)he resides at Albany, New York; that (s)he is a Vice President of Key Equipment Finance, a Division of Key Corporate Capital, Inc., the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

STATE OF OREGON     )  
                                      ) ss.:  
COUNTY OF Multnomah     )

On this 10 day of Spetember, 2002, before me the subscriber personally appeared Jason Bjornholt, who being by me duly sworn, did depose and say; that (s)he resides at Hillsboro, OR; that (s)he is a CFO of Northwest Container Services, Inc. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Lonna G. Weiss  
NOTARY PUBLIC

My Commission Expires: 12-19-04

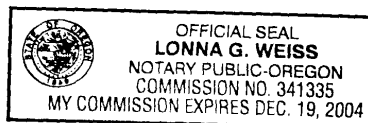


EXHIBIT A  
TO MEMORANDUM OF LEASE AGREEMENT  
DATED AS OF September 5, 2002

<b>Operating Unit</b>
NWCX 1025
NWCX 1026
NWCX1027
NWCX 1028
NWCX 1029
NWCX 1030